

2,400,000 Shares



FOSSIL®

Common Stock

All of the 2,400,000 shares of Common Stock offered hereby are being sold by Fossil, Inc. (the "Company"). Prior to this offering, there has been no public market for the Common Stock. See "Underwriting" for information relating to the determination of the initial public offering price. The Common Stock has been approved for quotation on the NASDAQ National Market System under the symbol "FOSL."

See "Risk Factors" for a discussion of certain factors that should be considered by prospective purchasers of the Common Stock offered hereby. Upon the completion of this offering and certain related transactions, the principal stockholders of the Company will own 80.1% of the outstanding shares of Common Stock.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	Price to Public	Underwriting Discount (1)	Proceeds to Company (2)
Per Share	\$7.500	\$0.525	\$6.975
Total (3)	\$18,000,000	\$1,260,000	\$16,740,000

- (1) See "Underwriting" for information concerning indemnification of the Underwriters and other matters.
- (2) Before deducting expenses payable by the Company estimated at \$262,800.
- (3) The Company has granted to the Underwriters a 30-day option to purchase up to 360,000 additional shares of Common Stock at the Price to Public less the Underwriting Discount solely to cover over-allotments, if any. If the Underwriters exercise this option in full, the Price to Public will total \$20,700,000, the Underwriting Discount will total \$1,449,000, and the Proceeds to Company will total \$19,251,000. See "Underwriting."

The shares are offered by the several Underwriters named herein when, as and if delivered to and accepted by the Underwriters and subject to their right to reject any order in whole or in part. It is expected that delivery of certificates representing the shares will be made against payment therefor at the office of Montgomery Securities on or about April 16, 1993.

MONTGOMERY SECURITIES

J.C. BRADFORD & CO.

April 8, 1993